

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	:	Case No. 01- 01139
	:	thru 01200 (JKF)
	:	
W. R. GRACE & CO., et al.,	:	Chapter 11
	:	
Debtors.	:	Jointly Administered
	:	
	:	Hearing Date: August 25, 2003 at 12:00 p.m.
	:	Objections Due: August 8, 2003 at 4:00 p.m.

**RESPONSE OF WACHOVIA BANK NATIONAL
ASSOCIATION TO DEBTORS' SECOND OMNIBUS
OBJECTION TO CLAIMS (NON-SUBSTANTIVE)**

COMES NOW Wachovia Bank National Association ("Wachovia"), a creditor and party in interest herein, by and through its attorneys, and hereby files this Response to Debtors' Second Omnibus Objection to Claims (Non-Substantive) (the "Response") and respectfully shows the Court as follows:

Background and Procedural History

1. On April 2, 2001 (the "Petition Date"), W.R. Grace & Co.-Conn, W. R. Grace & Co., and other affiliated entities (collectively referred to as the "Debtors") each filed a voluntary petition for relief under Chapter 11 of Title 11, United States Code (the "Bankruptcy Code"). Since the Petition Date, the Debtors have continued in possession of their assets and in control of their business as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

2. Prior to the Petition Date, Wachovia issued various stand-by letters of credit for the account of W.R. Grace & Co.-Conn. (the "Letters of Credit"), thereby creating a pre-petition

contingent claim for reimbursement by Wachovia against W.R. Grace & Co.-Conn. in the amount of any subsequent draws under the Letters of Credit.

3. On or about February 26, 2003, Wachovia filed a proof of claim representing the amount due pursuant to the Letters of Credit in the amount of \$49,979,700 in the Debtors' main case, Case No. 01-01139 ("Wachovia Claim No. 2906").

4. On or about March 4, 2003, Wachovia filed a second proof of claim, intending to replace Wachovia Claim No. 2906, representing the amount due pursuant to the Letters of Credit in the amount of \$49,979,700 in the case of W.R. Grace & Co.-Conn., Case No. 01-1179 ("Wachovia Claim No. 3068"). A true and correct file-stamped copy of Wachovia Claim No. 3068 is attached hereto as Exhibit "A" and incorporated herein by reference.

5. On or about July 21, 2003, the Debtors filed their Second Omnibus Objection to Claims (Non-Substantive) (the "Claim Objection"), in which the Debtors object to Wachovia Claim No. 2906 and seek to expunge Wachovia Claim No. 2906 as duplicative of Wachovia Claim No. 3068.

6. In the Claim Objection, the Debtors seek to allow Wachovia Claim No. 3068, which the Debtors claim was filed in Case No. 01-1140. However, as shown on Exhibit "A" attached hereto, Wachovia Claim No. 3068 was actually filed in Case No. 01-1179.

6. Wachovia does not object to expulsion of Wachovia Claim No. 2906 as duplicative of Wachovia Claim No. 3068.

7. In an abundance of caution, however, Wachovia files this Response to the Claim Objection to clarify that as reflected on Exhibit "A," Wachovia's surviving claim, Wachovia Claim No. 3068, was actually filed in the case of W.R. Grace & Co.-Conn., Case No. 01-1179, and not in Case No. 01-1140, as indicated on the Claim Objection.

WHEREFORE, Wachovia respectfully requests that the Court enter an Order:

A. Overruling the Claim Objection as it relates to Wachovia Claim No. 3068, which was filed in the case of W.R. Grace & Co.-Conn., Case No. 01-1179; and

B. Granting such other and further relief as the Court deems necessary and appropriate.

Respectfully submitted,

Dated: July 29, 2003

KILPATRICK STOCKTON LLP

/s/ Todd C. Meyers

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CERTIFICATE OF SERVICE

I, Todd C. Meyers, hereby certify that on July 29, 2003, I caused copies of the foregoing
**Response of Wachovia Bank National Association to Debtors' Second Omnibus Objection
to Claims (Non-Substantive)** to be served upon the following parties:

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/s/ Todd C. Meyers
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